MARVEL® COMICS

SPIDER-MAN®

JUNE '97 22

NIGHT OF THE SCARECROW!™

UNTOLD TALES of SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

ONLY 99¢

Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and soon became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a **normal life!** It would **not** be easy...

STAN LEE PRESENTS... UNTOLD TALES OF SPIDER-MAN!

The SPIDER & The SCARECROW

THE EVENING STILLNESS IS RIPPLED BY THE RA-TA-TA OF FOOTSTEPS RACING ACROSS ROOFTOPS --

-- A SHARP GRUNT AS A TENSED BODY HURLS ITSELF INTO SPACE --

-- AND THE HAUNTING RUSTLE OF WINGS!

REMORSE, REDEMPTION & REVELRY FROM:

KURT BUSIEK PLOT & SCRIPT TOM DEFALCO	PAT OLLIFFE PENCILER	AL WILLIAMSON INKER
RICHARD STARKINGS & COMICRAFT LETTERS	STEVE MATTSSON COLORS	TOM BREVOORT EDITOR
BOB HARRAS EDITOR IN CHIEF	A STAN LEE PRESENTATION	

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ECHOES RACE DOWN A FIRE ESCAPE.

A METAL PICK STABS AT THE HEART OF A LOCK --

-- AND, INSTEAD OF BLOOD, DRAWS A SATISFYING CLICK!

MOMENTS LATER, HUMAN MUSCLES TWIST, CONSTRICT AND WIGGLE BETWEEN BARS DESIGNED TO PREVENT SUCH ENTRY, AS A SIBILANT WHISPER STINGS THE AIR...

GO, MY PRETTIES!

SCOUR THE REST OF THE APARTMENT...WHILE I CONCENTRATE ON THIS WALL SAFE!

BRING ME EVERY PIECE OF JEWELRY YOUR KEEN EYES CAN FIND!

EVERY SHINING BAUBLE YOUR SHARP CLAWS CAN CARRY!

MMM

HURRY, MY PETS! TIME IS RUNNING OUT. DAWN APPROACHES --

-- AND ONLY THE NIGHT IS RULED BY THE SCARECROW!

HAHAHAHAHAHA!

JUST TO PROVE THIS ISN'T A COPY OF THE **UNTOLD TALES OF THE SCARECROW**, WE'LL LOOK IN ON A CERTAIN FAMILIAR FIGURE THE NEXT AFTERNOON...

FACE IT, PARKER! YOUR LIFE'S A TOTAL MESS!

AUNT MAY IS SICK. YOU SAW YOUR GIRL -- BETTY BRANT -- MAKING EYES AT ANOTHER GUY.

AND EVERYBODY THINKS **SPIDER-MAN** IS A COWARD BECAUSE YOU RAN OUT ON A BATTLE WITH THE **GREEN GOBLIN!**

SPIDER-MAN! ALL MY PROBLEMS ARE CONNECTED WITH MY BEING **SPIDER-MAN**, AND I CAN'T EVEN TRY TO **REDEEM** MYSELF!

WHO WOULD TAKE CARE OF **AUNT MAY** IF ANYTHING HAPPENED TO ME, OR --

J. JONAH JAMESON?

PARKER! I'M TALKING TO YOU, BOY -- **WAKE UP!**

RUNNING INTO YOU WAS A STROKE OF LUCK! YOU'RE JUST THE FELLOW I WANTED TO SEE!

THIS IS NO TIME TO DAYDREAM! I NEED YOU TO SHOOT SOME PHOTOS -- THE KIND **YOU** TAKE BEST!

B-BUT I THOUGHT YOU DIDN'T WANT ANY MORE PICTURES OF **SPIDER-MAN!**

WHO SAID ANYTHING ABOUT THAT WASHED-UP WEBHEAD? NOBODY CARES ABOUT HIM EVER SINCE HE WAS EXPOSED AS A COWARDLY FRAUD!

I WANT YOU TO CONCENTRATE ON A DIFFERENT ROOF-STALKING STOOGE! THE **SCARECROW** IS ON A CRIME SPREE -- AND I NEED EXCLUSIVES!

T-THE SCARECROW?!

YOU HEARD ME, PARKER! DON'T JUST STAND THERE -- **GET TO WORK!**

I EXPECT FRONT PAGE STUFF IN TIME FOR TOMORROW'S EDITION!

B-BUT!

WHAT AM I SUPPOSED TO DO NOW? JONAH'S COUNTING ON ME, BUT MY RESPONSIBILITY TO AUNT MAY COMES FIRST!

I CAN'T TAKE THE CHANCE OF BEING INJURED WHILE SHE'S SO ILL.

BUT I COULD REALLY USE THE MONEY! HER MEDICAL BILLS ARE PILING UP, AND MY BANK ACCOUNT IS ALMOST TAPPED OUT.

AS WE LEARNED LAST ISSUE! – Tom.

I'VE GOT TO THINK! THERE'S GOTTA BE A ***WAY*** TO SNAP THOSE PICTURES WITHOUT GETTING INTO A FIGHT, OR PUTTING MYSELF IN JEOPARDY!

I JUST HOPE I CAN FIND IT!

AND SO...

THIS IS NUTS! I NEED TO HAVE MY HEAD EXAMINED FOR EVEN ATTEMPTING SUCH A CRAZY STUNT!

I'VE BEEN WEB-SWINGING AROUND THE CITY, STICKING MOSTLY TO THE SHADOWS, AS I CHECKED EVERY NEIGHBOR-HOOD THAT'S HAD A RECENT SCARECROW SIGHTING.

I KNOW IT ISN'T ACCEPTED SUPER HERO PROCEDURE, BUT I WAS HOPING TO SPOT HIM, SNAP MY PIX, AND CALL THE COPS BEFORE HE EVEN REALIZES THAT I'M -- ***HEYYY!***

THAT FLICKER OF MOTION ON THE ADJACENT ROOFTOP -- ***IT'S HIM!*** LOOKS LIKE HE'S CASING THAT PENTHOUSE APARTMENT -- AND I'VE GOT A RING-SIDE SEAT!

WHILE SPIDER-MAN WATCHES IN AMAZEMENT, HIS MOUTH GAPING BENEATH HIS MASK, THE **SCARECROW** CASUALLY ENTERS THE DESERTED RESIDENCE IN HIS OWN UNIQUE MANNER...

HOO-BOY! THE GUY MUST BE SOME KIND OF ***CONTORTIONIST*** TO SLIP THROUGH SUCH A NARROW OPENING.

HE MADE IT INSIDE BEFORE I COULD TRIGGER MY CAMERA.

I'LL HAVE TO MOVE CLOSER!

I REALLY WISH I COULD JUST TACKLE THIS CLOWN, BUT AUNT MAY COMES FIRST.

I'LL JUST SHOOT MY ROLL, AND BOUNCE OFF TO THE NEAREST PUBLIC PHONE.

SPIDER-SENSE SUDDENLY TINGLING -- WARNING ME OF ***DANGER!***

Oh, NO!

THE CROWS --!

THEY'RE ATTACKING! TRYING TO PROTECT THEIR MASTER!

INSTINCTIVELY DRAWING AWAY FROM THE SHARPLY CLAWED CREATURES, SPIDER-MAN LEANS BACKWARD, AND THEN --

KRAK

WAY TO GO, PARKER! YOU'RE IN BIG TROUBLE NOW, BUT YOU'VE GOT TO DO WHATEVER'S NECESSARY TO AVOID A CONFRONTATION FOR AUNT MAY'S SAKE!

SPIDER-MAN --?!

THIS IS AN UNEXPECTED SURPRISE!

I WAS HOPING I'D EVENTUALLY RUN INTO ANOTHER ONE OF YOU COSTUMED VIGILANTES!

WAIT! THERE'S NO NEED FOR US TO FIGHT!

WHOOP

FINE! YOU CAN JUST SIT STILL... WHILE I INTRODUCE YOUR FACE TO MY FIST!

NO THANKS! I ALREADY HAVE ENOUGH FRIENDS!

Y-YOU'RE LEAPING AWAY?!

I DON'T GET IT! IF YOU'RE AFRAID TO FIGHT -- AND REALLY ARE THE COWARD EVERYONE SAYS -- WHY FOLLOW ME IN THAT GAUDY GET-UP?!

LONG STORY...

AND YOU'RE HARDLY A ***FASHION*** PLATE YOURSELF!

WHERE'D YOU GET ***YOUR*** LOOK?

YOU A BIG FAN OF ***FRANK BAUM?*** OR JUST A GUY WISHING FOR A ***BRAIN?***

YOU SHOULD DO A LITTLE WISHING OF YOUR OWN -- FOR SOME COURAGE!

AS FOR ME, I USED TO BE A VARIETY SHOW CONTORTIONIST --

NOW PERFORMING
UMBERTO THE UNCANNY

-- UNTIL THE DAY I USED MY SKILLS TO STOP A ROBBER WHO WAS BEING CHASED BY IRON MAN!

I REALIZED THAT MY ATHLETIC ABILITIES MADE ME THE EQUAL OF YOUR AVERAGE HERO-TYPE.

BUT CRIME PAID BETTER! AT LEAST IT DID UNTIL IRON MAN PUT THE SCREWS TO ME, AND FORCED ME TO FLEE THE COUNTRY.

BUT I'M BACK NOW, ANXIOUS AND READY TO MAKE UP FOR MY PAST FAILURE!

IT'S ALMOST *FUNNY!* I BECAME A HERO BECAUSE I *FAILED* TO STOP A BURGLAR... AND HE BECAME A CROOK BECAUSE HE *CAUGHT* ONE!

AND WE BOTH FEEL THE NEED TO *REDEEM* OURSELVES.

I'LL BET WE COULD GET INTO A REAL INTERESTING DISCUSSION IF I WERE WILLING TO STICK AROUND!

GREAT CHATTING WITH YOU, PAL...BUT I GOTTA *GO!*

THAT SIMPLY WON'T BE POSSIBLE --

-- IF MY PET CROWS HAVE THEIR SAY!

YIKES! THEY'RE BLOCKING THE WINDOW!

I MIGHT ACCIDENTALLY *KILL* ONE OF THESE BIRDS IF I TRY TO BARREL THROUGH THEM!

I'D RATHER AVOID THEM, AND --

SPWAK

ON SECOND THOUGHT... I'M REALLY NOT MUCH OF A BIRD LOVER!

YOU'RE NOTHING LIKE I EXPECTED, SPIDER-MAN.

IT APPEARS J. JONAH JAMESON AND HIS DAILY BUGLE WERE RIGHT ABOUT YOU ALL ALONG!

YOU'RE A GUTLESS PHONY!

I'D LOVE TO SMASH HIS SMIRKING FACE, BUT I DON'T DARE! NOT WHILE AUNT MAY IS STILL SO HELPLESS! SO VULNERABLE!

THE GREEN GOBLIN NETTED HIMSELF A SCORE OF HEADLINES BY MAKING YOU RUN AWAY!

JUST IMAGINE THE PUBLICITY I'LL GET WHEN THE WORLD LEARNS --

-- I KILLED YOU!

IT STAGGERS THE MIND!

HEY! WHERE DO YOU THINK YOU'RE GOING?

SOMEONE'S GOT TO ALERT THE *MEDIA!*

STAY PUT UNTIL THE CAMERA CREW ARRIVES!

STOP HIM, MY PETS!

DON'T LET HIM ESCAPE!

MADE IT!

BUT I'M *FINISHED* IN THIS TOWN!

I WAS NEVER THE MOST *POPULAR* GUY AROUND --

-- BUT I'M SURE THAT TONIGHT I FINALLY *FLUSHED AWAY* THE LITTLE REPUTATION I DID HAVE!

RETURNING TO HIS HOME IN FOREST HILLS, THE UNHAPPY YOUTH DONS HIS CIVILIAN CLOTHES...

YOU'RE LOOKING *BETTER,* AUNT MAY. HOW DO YOU *FEEL?*

I *FEEL* BETTER, DEAR. I MUST BE GETTING STRONGER.

YOU JUST CONCENTRATE ON DOING YOUR BEST IN SCHOOL.

LISTEN TO HER, YOUNG MAN. MAY'S A FIGHTER. SHE'LL BE BACK ON HER FEET IN NO TIME.

I'M BREWING TEA. WOULD YOU LIKE A CUP?

NO THANK YOU, Mrs. WATSON.

I'M GOING BACK UPSTAIRS.

ANNA WATSON HAS BEEN SUCH A HELP. I DON'T KNOW HOW I WOULD SURVIVE WITHOUT HER.

IT'S TIME TO TAKE CARE OF SOMETHING I'VE BEEN PUTTING OFF SINCE I GOT HOME!

MY MIND'S MADE UP! WHEN AUNT MAY RECOVERS, I'LL BE THE KIND OF GUY SHE WANTS ME TO BE!

I'LL CONCENTRATE ON MY SCHOOL WORK... GET A GOOD JOB... AND SETTLE DOWN LIKE EVERYONE ELSE!

I SHOULD HAVE DONE THIS A LONG TIME AGO... BUT I ENJOYED BEING SPIDER-MAN!

IT MADE ME FEEL LIKE SOMETHING *SPECIAL!*

WHAT A LAUGH *THAT* TURNED OUT TO BE!

GOOD-BYE, SPIDEY! I'VE A HUNCH *NOBODY'S* GOING TO MISS YOU!

SETTLING DOWN WITH HIS SCIENCE TEXTS, PETER ATTEMPTS TO CATCH UP ON HIS STUDIES, BUT...

IT'S NO USE! THE WORDS AREN'T REGISTERING!

I CAN'T FOCUS MY ATTENTION. MY MIND KEEPS DRIFTING BACK TO MY BATTLE WITH THE SCARECROW.

I'M TOO DEPRESSED TO STUDY.

SINCE ANNA'S STILL HERE TO KEEP AUNT MAY COMPANY, I'M FREE TO SLIP OUT AGAIN.

A WALK MAY HELP IMPROVE MY MOOD.

YEAH... RIGHT!

LOST IN THOUGHT, PONDERING BOTH HIS PAINFUL PAST AND AN UNCERTAIN FUTURE, PETER PARKER WALKS AIMLESSLY...

HEYYY -- LOOK WHO'S HITTING THE NIGHT SCENE!

I DIDN'T KNOW YOU BOOKWORMS WERE ALLOWED OUT AFTER DARK!

COME ON, PARKER! DON'T KEEP ME WAITING.

LET'S HEAR YOUR USUAL LAME ATTEMPT AT A COME-BACK.

PARKER --?!

LEAVE ME ALONE, THOMPSON.

YOU OKAY, MAN?

IS IT YOUR AUNT?

I HEARD SOME-THING ABOUT HER BEING PRETTY SICK.

BUG OFF, FLASH!

I'M NOT A CHARITY CASE! I'M NOT BUYING THE FAKE SYMPATHY ROUTINE!

I KNOW YOU WELL ENOUGH TO REALIZE THAT YOU COULDN'T CARE *LESS* ABOUT ME OR MY AUNT!

W-WHAT WAS ALL THAT ABOUT?

DON'T ASK ME!

SOMETHING TELLS ME THE GUY'S *HURTING!*

WITH A CAPITAL "H"!

HE'S NOT THE ONLY ONE, FLASH THOMPSON! YOUR EYE IS STILL SWOLLEN AND DISCOLORED!

Aw, LIZ! YOU KNOW I GOT THIS SHINER WHEN I RECENTLY DRESSED UP LIKE *SPIDEY!*

I STILL CAN'T BELIEVE YOU THOUGHT YOU COULD RESTORE HIS REPUTATION BY *IMPERSONATING* HIM!

SOMEBODY HAD TO STAND UP FOR HIM! I DON'T CARE WHAT EVERYBODY ELSE SAYS! THE GUY'S STILL MY *HERO.* I'M SURE HE HAS A GOOD REASON FOR THE WAY HE'S BEEN ACTING.

MAYBE SO, BUT DON'T EVER PULL THAT STUPID STUNT AGAIN!

I COULDN'T... EVEN IF I WANTED.

THE COSTUME'S GONE MISSING.

AT THAT MOMENT, SOMEWHERE ACROSS TOWN...

NOT A BAD NIGHT'S HAUL, MY PRETTIES!

MY SACK IS FILLED TO CAPACITY.

EXCELLENT! I'M PLEASED TO SEE YOU'RE DOING SO WELL.

Y- YOU--?!

THE GREEN GOBLIN?!

YOU SHOULDN'T BE *SURPRISED*, SCARECROW.

I MAKE IT MY BUSINESS TO SCOUT OUT THE VERY BEST IN CRIMINAL TALENT!

I PLAN TO *UNITE* NEW YORK'S UNDERWORLD UNDER MY LEADERSHIP, AND THERE COULD BE A SPOT FOR *YOU* IN MY GANG.

THANKS FOR THE OFFER... BUT I *PASS*.

I WORK BETTER AS A *SOLO* ACT THAN WITH AN *ENSEMBLE*.

I NEVER WAS BIG ON SHARING.

YOU MAY WISH TO RECONSIDER. I'M NOT A PATIENT MAN, AND YOU REALLY *DON'T* WANT TO ANTAGONIZE ME.

IN CASE YOU HAVEN'T HEARD, I RECENTLY DEFEATED *SPIDER-MAN!*

HA!

JOIN THE CLUB!

YOU HAD YOUR *CHANCE*, SCARECROW!

YOU'LL REGRET THIS NIGHT WHEN THE *GREEN GOBLIN* BECOMES *THE KING OF CRIME!*

EARLY THE NEXT MORNING IN THE PARKER HOUSEHOLD...

I TOSSED AND TURNED ALL NIGHT. I JUST COULDN'T SETTLE DOWN, OR -- THE WHEEL CHAIR'S ***EMPTY!***

AUNT MAY! WHERE ***ARE*** YOU?!

RIGHT HERE, PETER! I THOUGHT I'D TEST MY LEGS TODAY.

BUT YOU ***SHOULDN'T!*** THE DOCTOR SAID YOU WERE TO TAKE IT EASY ALL MONTH.

NONSENSE! I KNOW WHEN I'M FEELING BETTER. YOU DON'T WANT TO MAKE AN INVALID OF ME, DO YOU?!

OF COURSE ***NOT***, BUT --!

NO BUTS ABOUT IT! NOW YOU LISTEN TO ***ME***, PETER PARKER...

EVEN THOUGH I'M AN OLD WOMAN, I'M NOT A QUITTER! A PERSON NEEDS ***GUMPTION*** -- THE WILL TO ***LIVE*** -- TO ***FIGHT!***

YOU MUSTN'T WORRY ABOUT ME SO MUCH, PETER DEAR. WE PARKERS ARE TOUGHER THAN PEOPLE THINK!

I ***HEARD*** THAT, YOUNG LADY, AND I COULDN'T AGREE ***MORE!***

YOU CERTAINLY SOUND CHIPPER TODAY.

I'M FEELING MUCH BETTER, DOCTOR!

I FEEL LIKE A SPRY, YOUNG SIXTY-YEAR-OLD!

*THEN, AFTER **DOCTOR BROMWELL** HAS FINISHED HIS EXAMINATION...*

IS SHE ***REALLY*** GETTING BETTER, DOC?

SHE CERTAINLY IS, PETER! SHE'S DOING FINE FOR A WOMAN HER AGE.

YOUR AUNT HAS A LOT OF SPIRIT, SON. YOU SHOULD BE VERY PROUD OF HER.

HIS SPIRITS CONSIDERABLY LIGHTENED, PETER PRACTICALLY HAS A SPRING IN HIS STEP WHEN HE ARRIVES AT MIDTOWN HIGH...

HOW COME PARKER'S WEARING THAT SILLY GRIN?

SOMETHING MUST BE GOING HIS WAY!

IT SURE IS A LOAD OFF MY MIND TO KNOW AUNT MAY IS ON THE MEND!

I'M NOT EVEN WORRIED ABOUT TELLING JJJ THAT I DIDN'T GET THE PICTURES HE'S EXPECTING.

YOU CAN'T BE SERIOUS, FLASH!

I'M DETERMINED TO PROVE SPIDEY'S NOT A COWARD. I'M GOING OUT TO LOOK FOR HIM TONIGHT!

HEY! WHY'S PETER LOOKING SO HAPPY?

THEY PROBABLY HAVE A HALF-PRICE SALE ON SCIENCE ***SUPPLIES*** -- OR SOMETHING EQUALLY AS BORING!

WHAT'S WITH THAT GUY? HE LOOKED LIKE HE WAS READY TO JUMP OFF A CLIFF LAST NIGHT, AND HE'S ALL SMILES NOW.

I'LL NEVER FIGURE HIM OUT!

AS THE SCHOOL DAY ENDS, PETER RETURNS HOME, FEELING BETTER THAN HE HAS IN WEEKS...

NOW THAT I DON'T HAVE TO WORRY ABOUT AUNT MAY, THERE'S NOTHING TO STOP ME FROM BEING ***SPIDER-MAN*** AGAIN!

A FEW HOURS LATER...

THERE'S NO NEED TO ***RUSH***, MY PETS. AFTER LAST EVENING'S EXCITEMENT, I DOUBT WE'LL RUN INTO MUCH ***RESISTANCE***.

BESIDES, THE WAY WE'VE BEEN RAKING IN THE LOOT, I'D SAY A MAJOR ***VACATION*** IS IN ORDER.

S'FUNNY, I WAS THINKING ALONG THE EXACT SAME LINES.

?!?

YOU REALLY DO DESERVE A NICE, LONG, RELAXING REST...

... IN A COMFY *JAIL CELL!*

WHAT ARE YOU DOING BACK?!

I DON'T GET IT. YOU SOME KIND OF MASOCHIST?

DO YOU LIKE BEING *TAUNTED*, AND FORCED TO *FLEE* FOR YOUR LIFE?

DIDN'T I *TERRORIZE* YOU ENOUGH LAST NIGHT?

YOU WERE A TRIFLE OVER THE *TOP* AT TIMES, BUT--OVERALL--YOU DID JUST *FINE!*

NOW IT'S MY TURN!

KWA

TWAKK

WHAA- WHAT'S YOUR *GAME*, MISTER?!

Y-YOU'RE SUPPOSED TO BE A *COWARD!* A SNIVELING FRAUD WHO RUNS FROM FIGHTS! I KNOW IT'S *TRUE!* I SAW IT WITH *MY* OWN EYES!

OKAY, YOU MAY HAVE ME ON THE RUNNING AWAY PART, BUT *SNIVELING?!*

HARDLY MY STYLE!

WHATEVER YOU'RE TRYING TO PULL -- IT *WON'T* WORK!

CATCHING A CONTORTIONIST BY SURPRISE IS ONE THING -- *HOLDING ON* IS QUITE ANOTHER!

DREAM ON, STRAW-FOR-BRAINS! JONAH JAMESON WANTS EXCLUSIVE PHOTOS FOR THE *DAILY BUGLE* --

-- AND HE PAYS A *BONUS* FOR SHOTS DRAMATIC ENOUGH TO BE USED ON THE FRONT PAGE!

SO I'M DELIBERATELY *PROLONGING* THIS FIGHT WHILE MY BELT CAMERA CLICKS AWAY!

Y-YOU'RE SO *AGILE!* SO *FAST!* SO *CONFIDENT!*

PLEASE! YOU'RE EMBARRASSING ME!

IT'S SPIDEY! I FOUND HIM!

I DON'T KNOW WHAT SPARKED THIS STARTLING *CHANGE* IN YOUR PERSONALITY, BUT I DON'T LIKE IT!

ATTACK, MY TALONED TERRORS! *ATTACK!*

ADMIT IT! YOU'RE JUST *JEALOUS* 'CAUSE I'M THE CENTER OF ATTENTION, AGAIN!

CRACK WISE ALL YOU LIKE, WEBHEAD!

I'LL BE LONG GONE BEFORE YOU FREE YOURSELF!

I-IT'S THE SCARECROW -- AND HE'S RUNNING AWAY!

B-BUT I THOUGHT SPIDER-MAN WAS THE COWARD!

I DON'T WANT TO HURT THESE CROWS! THEY MAY BE ANNOYING, BUT THEY *AREN'T* RESPONSIBLE FOR THEIR ACTIONS! THIS GIANT WEB-NET SHOULD KEEP THEM UNDER WRAPS UNTIL THE LOCAL CHAPTER OF THE *AUDUBON SOCIETY* CAN FIGURE OUT WHAT TO DO WITH THEM.

IT ALSO MAKES A PRETTY NIFTY PICTURE --

-- BUT I STILL NEED A *COVER SHOT!*

ANYBODY SEE A *WIZARD OF OZ WANNABE?*

THERE HE GOES, SPIDEY! *TAKE HIM DOWN!*

THAT, Mr. THOMPSON, WILL BE MY DISTINCT PLEASURE --!

WHUMP

T-THIS ISN'T *FAIR!* ISN'T *RIGHT!*

YOU SANDBAGGED ME! DELIBERATELY PRETENDING TO BE A *COWARD* SO THAT YOU COULD TRASH ME IN *PUBLIC!*

I DON'T KNOW WHY YOU ORIGINALLY *RAN* FROM THE GREEN GOBLIN -- OR WHAT *SICK GAME* YOU'RE PLAYING -- BUT I'VE HAD *ENOUGH!*

I WON'T LET YOU HUMILIATE ME!

MY ATHLETIC SKILLS -- MY *SPEED* AND *AGILITY* -- STILL MAKE ME A FORMIDABLE FOE!

I'M SURE I'LL EVENTUALLY FIND A *WAY* TO BEAT YOU!

I HATE TO BURST YOUR BUBBLE -- BUT YOU'RE LIVING IN A *FOOL'S PARADISE!*

IN CASE YOU HAVEN'T NOTICED, I'M JUST PLAYING TO THE CROWD.

THERE'S A BUGLE PHOTOGRAPHER AMONG THEM, AND I'M KILLING TIME WHILE HE LINES UP HIS SHOTS!

Y-YOU'RE *LYING!* TRYING TO TRICK ME!

THINK ABOUT IT, PAL! AS A FORMER SHOWMAN, YOU CAN SURELY SEE MY NEED FOR A *SPLASHY COMEBACK!*

NO! I CAN'T BELIEVE YOU SET ME UP!

THE PROOF WILL BE ON TOMORROW'S NEWSSTAND!

NOT IF I ESCAPE! THIS FIGHT ISN'T OVER YET!

THAT'S RIGHT! WE STILL HAVE TO POSE FOR THE *KNOCKOUT PUNCH!*

WHAT THE HECK IS *THIS?*

I'M SO CONFIDENT IN MY VICTORY, I'M EVEN GOING TO GIVE YOU AN ADVANCE *SOUVENIR* OF OUR TIME TOGETHER.

I GIVE ONE TO EVERY SUPER-VILLAIN I TROUNCE -- JUST ASK THE *VULTURE, DOCTOR OCTOPUS* OR ANY OF THE REST!

I HEAR YOU CAN USE IT FOR PREFERRED SEATING AT THE PRISON DINING HALL!

YOU MUST THINK I'M THE MOST GULLIBLE *FOOL* IN CREATION!

HERE'S WHAT I THINK OF *YOU*, AND YOUR STUPID --

-- SOUVENIR?!

BAM!

OOPS! I FORGOT TO WARN YOU THAT THE WEB-FLUID INSIDE THAT CARTRIDGE EXPANDS AND KNITS INTO AN EXTREMELY TOUGH FIBER WHENEVER IT'S EXPOSED TO AIR.

BUT ALL IS NOT LOST! THE AUTHORITIES MIGHT GO EASY ON YOU IF YOU RETURN YOUR STOLEN LOOT.

Y-YOU DID THIS ON PURPOSE!

I CAN BE SUCH A STINKER AT TIMES!

SEE YOU ON TOMORROW'S FRONT PAGE!

YOU DID IT, SPIDEY! YOU PROVED I WAS RIGHT ABOUT YOU ALL ALONG. YOU'RE A HERO!

HOW ABOUT AN AUTOGRAPH? I'M YOUR BIGGEST FAN.

YOU WANT THE AUTOGRAPH OF A REAL HERO, THOMPSON?

ASK A LOCAL FIREFIGHTER... OR ANY POLICEMAN... OR DOCTOR!

ME, I'M JUST A GUY IN A MASK WHO'S PRIVILEGED ENOUGH TO BE ABLE TO HELP OUT ON OCCASION!

YOU CAN SPREAD THE WORD THAT I'M GOING INTO ACTION AGAIN! I'LL FIGHT LIKE NEVER BEFORE!

SPIDER-MAN IS BACK --

-- AND I'M HERE TO STAY!

THE CROWD ERUPTS WITH A SPONTANEOUS -- AND TOTALLY UNEXPECTED -- CHEER!

AND, AT THAT VERY MOMENT --

-- HANDS GENTLY CARESS THE SPIDER-MAN COSTUME --

-- WHICH WAS RECENTLY WORN BY FLASH THOMPSON DURING HIS LESS THAN SUCCESSFUL MASQUERADE --

-- AND A LOW CHUCKLE SINGES THE AIR!

NEXT ISSUE:

ROGER STERN! JOHN ROMITA SR.! AND THE PARENTS OF PETER PARKER!

IT'S ALL PART OF MARVEL'S FLASHBACK MONTH --

AND IT'S QUITE POSSIBLY THE BEST 99¢ BUY YOU'RE LIKELY TO FIND!